

**MARKUS WILLIAMS YOUNG & ZIMMERMANN LLC**

1700 LINCOLN STREET, SUITE 4550  
DENVER, CO 80203  
(303) 830-0800  
www.MarkusWilliams.com  
TAX ID 84-1292298

November 6, 2017

Invoice No.: 98241

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.002 Restructure/Reorganization

**PROFESSIONAL SERVICES:**

			Hours	
10/03/2017	BTH	Review and analyze correspondence from client re issues with Crowley Fleck and Noridian; Update client on status of matters related to Amended Disclosure Statement.	0.70	206.50
10/05/2017	BTH	Address recent docket entries and procedural matters related thereto.	0.90	265.50
10/06/2017	BTH	Review pending docket matters and correspond with T. Swanson re status of insurers' motion for stay relief (.3).	0.30	88.50
10/09/2017	JMS	Travel to Cheyenne for Disclosure Statement hearing. (billed at 1/2 time)	0.90	279.00
10/10/2017	JMS	Travel from Cheyenne to Denver following disclosure statement hearing. (billed at 1/2 time)	0.90	279.00
<b>TOTAL SERVICES</b>			3.70	1,118.50

**EXPENSES:**

Online research	2.40
Postage	1,169.36
Out-of-town travel	108.90
Litigation support vendors	6,001.25
<b>TOTAL EXPENSES</b> Thru 10/31/2017	7,281.91

**TOTAL THIS INVOICE** 8,400.41

Previous Balance \$3,169.58

11/01/2017 Payment received -446.48

**TOTAL OUTSTANDING INVOICES** \$11,123.51

Your trust account balance is

	Opening Balance	\$86,141.07
10/30/2017	Ck #8650	16,046.34
11/01/2017	August Interim Billing Payment	
	PAYEE: MARKUS WILLIAMS YOUNG & ZIMMERMANN LL	-16,046.34
	Closing Balance	<u>\$86,141.07</u>

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777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.004 Cash Collateral

**PROFESSIONAL SERVICES:**

			Hours	
10/04/2017	BTH	Review reports for continued use of cash collateral and forward the same to T. Woznick and S. Goldstein.	0.30	88.50
10/13/2017	BTH	Review preliminary and updated budget for purposes of continued use of cash collateral (.4).	0.40	118.00
10/16/2017	BTH	Address matters related to extension of use of cash collateral.	0.80	236.00
<b>TOTAL SERVICES</b>			1.50	442.50
<b>TOTAL THIS INVOICE</b>				442.50
Previous Balance				\$1,298.00
11/01/2017		Payment received		-383.50
<b>TOTAL OUTSTANDING INVOICES</b>				<u>\$1,357.00</u>

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777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.005 Schedules and SOFA

**PROFESSIONAL SERVICES:**

			Hours	
10/18/2017	JMS	Conference with B. Hunsicker re twenty executory contracts that need to be added to the Debtor's schedules; Review and analysis of same.	0.60	186.00
10/25/2017	BTH	Address matters related to amending Schedule G - Executory Contracts (.8).	0.80	236.00
<b>TOTAL SERVICES</b>			1.40	422.00
<b>TOTAL THIS INVOICE</b>				422.00
<b>TOTAL OUTSTANDING INVOICES</b>				<u>\$422.00</u>

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777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.007 Required Reports

**PROFESSIONAL SERVICES:**

			Hours	
10/02/2017	BTH	Review, finalize and file monthly operating report for August 2017.	0.80	236.00
10/24/2017	BTH	Review, finalize and file monthly operating report for September 2017 (.8).	0.80	236.00
		<b>TOTAL SERVICES</b>	1.60	472.00
		<b>TOTAL THIS INVOICE</b>		472.00
		Previous Balance		\$1,917.50
11/01/2017		Payment received		-472.00
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$1,917.50</u>

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Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.008 Claims

**PROFESSIONAL SERVICES:**

			Hours	
10/05/2017	BTH	Review claims submitted by Crowley Fleck and insurance response related thereto.	0.30	88.50
10/19/2017	BTH	Research re stipulation of administrative claim of McKesson (.4).	0.40	118.00
10/24/2017	JFY	Review and analyze administrative claim issues involving McKesson; Correspondence with creditor re same.	0.60	237.00
10/25/2017	JFY	Review and analyze various open claims issues; Review and analyze schedules related thereto.	0.70	276.50
<b>TOTAL SERVICES</b>			2.00	720.00
<b>TOTAL THIS INVOICE</b>				720.00
Previous Balance				\$4,718.24
11/01/2017		Payment received		-3,161.24
<b>TOTAL OUTSTANDING INVOICES</b>				<u>\$2,277.00</u>

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November 6, 2017

Invoice No.: 98246

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.009 Executory Contracts

**PROFESSIONAL SERVICES:**

			Hours	
10/19/2017	JMS	Review and prepare outline of visiting physician contracts for inclusion in schedules.	0.70	217.00
10/25/2017	JMS	Review contract as to whether it is an executory contract.	0.30	93.00
		<b>TOTAL SERVICES</b>	1.00	310.00
		<b>TOTAL THIS INVOICE</b>		310.00
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$310.00</u>

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**RE: Powell Valley Healthcare, Inc.**  
11278.013 Insurance Issues

**PROFESSIONAL SERVICES:**

			Hours	
10/12/2017	BTH	Address matters related to invoice from mediation.	0.40	118.00
10/25/2017	JMS	Conference and correspondence re insurers' request re potential discovery prior to hearing on confirmation; Correspondence with S. Goldstein re status of negotiations with insurers.	0.60	186.00
10/27/2017	BTH	Review order on Lexington's motion for stay relief and advise client of the same.	0.30	88.50
10/31/2017	JMS	Follow up with committee counsel and further analysis regarding discovery requests.	0.50	155.00
		<b>TOTAL SERVICES</b>	1.80	547.50
		<b>TOTAL THIS INVOICE</b>		547.50
		Previous Balance		\$53,315.00
11/01/2017		Payment received		-11,583.12
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$42,279.38</u>

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777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.014 Plan and Disclosure Statement

**PROFESSIONAL SERVICES:**

			Hours	
10/02/2017	JMS	Draft brief in support of approval of disclosure statement.	5.60	1,736.00
	BTH	Review procedural issues related to hearing on Amended Disclosure Statement; Review and respond to correspondence from T. Copenhaver; Begin preparing legal argument to support approval of Amended Disclosure Statement.	2.10	619.50
	JFY	Review and analyze procedural issues and motion regarding procedures; Review Plan confirmation issues related thereto.	0.60	237.00
10/03/2017	JMS	Review and finalize brief in support of disclosure statement.	0.70	217.00
	BTH	Research re standards for approving disclosure statement; Review and revise memorandum in support of approval of Amended Disclosure Statement; Correspondence with parties in interest re status of pending matters for hearing; Address procedural matters with amended disclosure statement.	3.70	1,091.50
10/04/2017	JMS	Review case law re insurance neutrality provisions.	0.30	93.00
	BTH	Address procedural matters for hearing on Amended Disclosure Statement.	0.40	118.00
	JFY	Review and analyze service and distribution issues re disclosure statement.	0.50	197.50
10/05/2017	BTH	Phone conference with T. Odom re issues related to Amended Disclosure Statement (.5); Phone conference with S. Goldstein re address pending matters (.3); Begin preparing for hearing on approval of Amended Disclosure Statement (.5).	1.30	383.50
	JMS	Begin to prepare for hearing on disclosure statement.	0.90	279.00
	JFY	Review and analyze open disclosure statement issues and procedures related thereto.	0.80	316.00

			Hours	
10/06/2017	JMS	Prepare for disclosure statement hearing; Review law review article on insurance neutrality provisions.	1.60	496.00
	JMS	Review and analysis of Insurers' objection to disclosure statement.	0.90	279.00
	BTH	Review and analyze updated cash flow projections for Amended Disclosure Statement and address the same with client; Review and address matters with updated liquidation analysis for purposes of Amended Disclosure Statement; Begin review and analysis of insurers' objection to Amended Disclosure Statement (4.7).	4.70	1,386.50
	JFY	Continue to analyze and resolve disputes re disclosure statement and confirmation issues.	0.70	276.50
10/07/2017	JMS	Review and analysis of Committee's objection to disclosure statement; Research in support of drafting objection to same.	1.70	527.00
	BTH	Research re issues raised by insurers in insurers' objection to Amended Disclosure Statement (2.7).	2.70	796.50
10/08/2017	JMS	Draft Reply to Committee's objections to Disclosure Statement.	4.50	1,395.00
	BTH	Review and revise reply to insurers' objection to Amended Disclosure Statement and conduct additional research related thereto (2.1).	2.10	619.50
10/09/2017	JMS	Continue preparing for disclosure statement hearing.	4.60	1,426.00
	BTH	Correspondence with parties in interest re support of Amended Disclosure Statement; Further revision and review of reply to Insurance Companies' objection to Amended Disclosure Statement; Review and address revised and updated exhibits for Amended Disclosure Statement; Review UCC response to Insurance Companies' objection to Amended Disclosure Statement and address the same with S. Goldstein; Meet with UCC to prepare for hearing on approval of Amended Disclosure Statement; Begin preparing for hearing on approval of Amended Disclosure Statement.	10.50	3,097.50
	JFY	Review and analyze objections filed by insurance company to disclosure statement.	0.90	355.50
	JFY	Review draft responses to such objections and make comments thereto.	0.50	197.50
	JFY	Review the responses filed by the committee to the objections raised by the insurance company to the disclosure statement.	0.50	197.50
10/10/2017	JMS	Prepare for (3.5); and attend (2.9) Disclosure Statement hearing; Follow-up re same.	7.20	2,232.00
	BTH	Prepare for and attend hearing on approval of Debtor's Amended Disclosure Statement (5.5); Follow-up conferences with parties in interest re process moving forward for confirmation (.8); Phone conference with M. Lane (H2C) re updating liquidation analysis (.5); Review and analysis of updated liquidation analysis and supporting data and information (.7).	7.50	2,212.50

			Hours	
10/11/2017	JMS	Analysis of revisions to Disclosure Statement.	0.40	124.00
	JTM	Review disclosure statement matters and revised liquidation analysis (0.4); Review legal authority relating to equitable mootness of potential appeals by carriers (0.8).	1.20	510.00
	BTH	Address matters related to updated liquidation analysis (1.3); Review and revise Amended Disclosure Statement to conform with requirements from the Court and review related Plan documents to ensure consistency (1.8); Advise client and UCC on status of Amended Disclosure Statement (0.2).	3.30	973.50
	JFY	Review and analyze issues related to the modifications of disclosure statement to satisfy objections of Insurance companies.	0.80	316.00
10/12/2017	BTH	Review, revise and finalize Second Amended Disclosure Statement; Draft and finalize submission of Second Amended Disclosure Statement; Review, revise and finalize proposed orders approving Second Amended Disclosure Statement and Procedures Order; Forward revised and filed documents to client (5.3).	5.30	1,563.50
	JFY	Continue to review issues involving disclosure statement and insurance company's objections thereto.	0.50	197.50
10/13/2017	JMS	Follow-up re processes, procedures and logistics for balloting for plan and disclosure statement.	0.50	155.00
	BTH	Review docket entries related to amended plan and disclosure statement and begin preparing for confirmation process (.8); Review and revise proposed order on Procedures Motion (.3).	1.10	324.50
10/16/2017	BTH	Phone conference and correspondence with S. Goldstein re update on potential settlement for consensual plan and issues related to post-petition creditor inquiries.	0.50	147.50
10/18/2017	BTH	Review and analysis of anticipated order on procedures motion to ensure proper noticing and service; Address matters related to amending schedule of executory contracts; Correspondence with client re issues with procedures motion and executory contracts (3.4).	3.40	1,003.00
10/19/2017	BTH	Correspondence to client re updating mailing matrix for solicitation of Plan; Review prior noticed parties for disclosure statement and begin updating the same; Begin preparing for service of Plan and Plan documents; Review and analysis schedules filed to address executory contracts; Review and revise mailing matrix to reflect parties to executory contracts (3.7).	3.70	1,091.50
10/23/2017	JMS	Analysis re timing for entry of order approving disclosure statement and procedures and outcomes re same.	0.50	155.00
10/24/2017	JMS	Review procedures order and analysis of final date for service of plan and disclosure statement in order to confirm plan in December.	0.40	124.00

			Hours	
	BTH	Correspondence with parties in case regarding status of pending approval of Amended Disclosure Statement (.4); Review files and prior correspondence with client to determine open issues prior to service of solicitation package (.7).	1.10	324.50
10/25/2017	JMS	Conferences with B. Hunsicker re filing of emergency motion for entry of order approving disclosure statement; In-depth review re deadlines for confirmation.	1.40	434.00
	JMS	Review court orders setting confirmation hearing and approving disclosure statement; Begin to prepare solicitation package.	0.80	248.00
	BTH	Review PVHC's records to determine governmental and health agencies receiving notice and address matters related thereto with client; Review entered orders on procedures motion and approval of disclosure statement and begin addressing requirements therein; Address matters related to McKesson in Plan; Phone conference with S.Goldstein re update on proceedings; Phone conference with T. Swanson re update on matters with insurers; Review various pre-petition contracts to determine amendments to schedules in order to avoid confirmation issues; Correspondence with commercial printer.	4.70	1,386.50
	JFY	Review and analyze certain solicitation procedures and Courts order re same.	0.40	158.00
10/26/2017	JMS	Conferences and analysis re solicitation package for balloting; In-depth review of Court orders re same.	1.50	465.00
	BTH	Summary review re all requisite pleadings for purposes of finalizing solicitation package; Review docket and various amendments and exhibits to solicitation documents; Correspondence with commercial printers to ensure proper service of solicitation package; Review updated mailing matrix from client, reconcile with master mailing matrix, and finalize the same.	5.80	1,711.00
	JFY	Continue to review and analyze solicitation issues and procedures related thereto and compliance therewith.	0.90	355.50
	JFY	Review and analyze scheduling issues and other deadlines to be met in regard to proposed confirmation hearing.	0.80	316.00
	JFY	Correspondence with other counsel re solicitation issues.	0.20	79.00
10/27/2017	JMS	Draft and prepare balloting package; Draft and review Notice of Confirmation Hearing and other dates and Ballot for the Amended Plan; Conferences with B. Hunsicker re same; Review and revise proposed cover letter for solicitation package.	1.90	589.00
	BTH	Address matters to ensure proper noticing of Plan and Plan documents; Review and revise confirmation hearing notice and ballot; Draft and finalize solicitation letter; Correspondence with commercial printers; Review and analyze various orders related to solicitation process and confirmation process; Update mailing matrixes to ensure compliance with rules and orders.	5.40	1,593.00
10/30/2017	JMS	Review proposed discovery requests from the insurance Companies; Analysis and review re documents responsive to the requests; Conference with S. Goldstein re Committee response.	1.10	341.00

		Hours	
	BTH Phone conferences with S. Goldstein re status of Plan negotiations with insurers (1.2); Finalize solicitation materials and multiple correspondences with mailing service (J. Jump) to ensure compliance with orders (3.1).	4.30	1,268.50
10/31/2017	BTH Address and discuss procedural matters with parties in case (.9); Review and address discovery requests from UMIA in connection with its future anticipated objection to Plan (.6); Address matters with service of solicitation package (.3).	1.80	531.00
	<b>TOTAL SERVICES</b>	121.20	37,267.50
	<b>TOTAL THIS INVOICE</b>		37,267.50
	Previous Balance		\$36,634.50
	<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$73,902.00</u>

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Invoice No.: 98249

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.015 Employment and Fee Applications

**PROFESSIONAL SERVICES:**

			Hours	
10/04/2017	BTH	Review and revise fee application for H2C; Review exhibits for H2C fee application; Forward H2C application to M. Lane and client for review and approval.	1.60	472.00
10/05/2017	BTH	Finalize and file fee application for H2C.	0.60	177.00
10/06/2017	BTH	Review UCC interim fee application for August and forward the same to client for review.	0.30	88.50
10/13/2017	BTH	Review and code time entries for September 2017 interim fee application.	0.70	206.50
10/16/2017	BTH	Review interim fee application requests for budgeting purposes and advise client of the same; Review and finalize interim fee application for September 2017.	0.90	265.50
<b>TOTAL SERVICES</b>			4.10	1,209.50
<b>TOTAL THIS INVOICE</b>				1,209.50
Previous Balance				\$11,118.00
<b>TOTAL OUTSTANDING INVOICES</b>				<u>\$12,327.50</u>

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